

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

JERRY L. & MENA M. MORELOS  
REVOCABLE TRUST, On Behalf Of Itself and  
All Others Similarly Situated,

Plaintiff,

vs.

HENRI A. TERMEER, MICHAEL S.  
WYZGA, ROBERT J. CARPENTER,  
CHARLES L. COONEY, DOUGLAS A.  
BERTHIAUME, GAIL K. BOUDREAUX,  
ROBERT J. BERTOLINI, VICTOR J. DZAU,  
CONNIE MACK III, RICHARD F. SYRON,  
RALPH V. WHITWORTH, STEVEN  
BURAKOFF, ERIC ENDE, DENNIS M.  
FENTON, GENZYME CORP., and SANOFI-  
AVENTIS,

Defendants

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BERNARD MALINA, individually and on behalf  
of all others similarly situated,,

Plaintiff,

vs.

GENZYME CORPORATION, HENRI A.  
TERMEER, DOUGLAS A. BERTHIAUME,  
ROBERT J. BERTOLINI, GAIL K.  
BOUDREAUX, ROBERT J. CARPENTER,  
CHARLES L. COONEY, VICTOR J. DZAU,  
ERIC ENDE, DENNIS M. FENTON, CONNIE  
MACK III, RICHARD F. SYRON, and RALPH  
V. WHITWORTH

Defendants

) No. 1:10-cv-11356

) CLASS ACTION

)  
) STIPULATION CONSOLIDATING  
) ACTIONS, APPOINTING LEAD COUNSEL  
) AND RELATED MATTERS AND  
) [PROPOSED] ORDER

) No. 1:10-cv-11532

) CLASS ACTION

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[Captioned continued on the following page]

EMANUEL RESENDES, On Behalf Of himself) No. 1:10-cv-11536  
and All Others Similarly Situated, )

Plaintiff, )

vs. )

HENRI A. TERMEER, MICHAEL S. )  
WYZGA, ROBERT J. CARPENTER, )  
CHARLES L. COONEY, DOUGLAS A. )  
BERTHIAUME, GAIL K. BOUDREAUX, )  
ROBERT J. BERTOLINI, VICTOR J. DZAU, )  
CONNIE MACK III, RICHARD F. SYRON, )  
RALPH V. WHITWORTH, STEVEN )  
BURAKOFF, ERIC ENDE, DENNIS M. )  
FENTON, )

Defendants )

WILLIAM S. FIELD, III, TRUSTEE U/A ) No. 1:10-cv-11565  
DATED OCTOBER 12, 1991 BY WILLIAM S. )  
FIELD JR, individually, and on behalf of all ) CLASS ACTION  
others similarly situated, )

Plaintiff, )

vs. )

HENRI A. TERMEER, MICHAEL S. )  
WYZGA, ROBERT J. CARPENTER, )  
CHARLES L. COONEY, DOUGLAS A. )  
BERTHIAUME, GAIL K. BOUDREAUX, )  
ROBERT J. BERTOLINI, VICTOR J. DZAU, )  
CONNIE MACK III, RICHARD F. SYRON, )  
RALPH V. WHITWORTH, STEVEN )  
BURAKOFF, ERIC ENDE, DENNIS M. )  
FENTON, GENZYME CORP., )

Defendants )

Pursuant to Fed. R. Civ. P. 42(a), Plaintiffs and Defendants in the above captioned actions (collectively, the "Parties"), hereby stipulate and agree as follows, subject to the Order of the Court:

WHEREAS, on August 11, September 8, September 9 and September 14, 2010 respectively, four related putative shareholder class actions were filed in this court against Genzyme Corporation ("Genzyme" or the "Company") and certain of its officers and directors;

WHEREAS, the above-captioned matters all arise out of the same set of facts surrounding the non-binding proposal by Sanofi-Aventis to negotiate the acquisition of Genzyme for \$69 per share of Genzyme common stock;

WHEREAS, to avoid unnecessary duplication of effort and inconsistent decisions, the parties agree that the matters should be consolidated into one action; and

WHEREAS, Plaintiffs have agreed on a Lead and Liaison Counsel structure on which Defendants take no position;

It is therefore agreed upon by and between the parties and their counsel as follows:

1. The following actions are hereby consolidated for all purposes:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Jerry L. &amp; Mena M. Morelos Revocable Trust v. Termeer, et al.</i>	1:10-CV-11356	August 11, 2010
<i>Malina v. Genzyme Corp., et al.</i>	1:10-CV-11532	September 8, 2010
<i>Resendes v. Termeer, et al.</i>	1:10-CV-11536	September 9, 2010
<i>William S. Field, III, Trustee U/A Dated October 12, 1991 By William S. Field Jr. v. Termeer, et al.</i>	1:10-CV-11565	September 14, 2010

2. These actions shall be referred to herein as the Consolidated Actions. Every pleading filed in these Consolidated Actions, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

IN RE GENZYME CORPORATION	)	Master Docket No. 1:10-CV-11356
SHAREHOLDER LITIGATION	)	
_____	)	<u>CLASS ACTION</u>
This Document Relates To:	)	
_____	)	

3. The files of these Consolidated Actions shall be maintained in one file under Master Docket No. 1:10-CV-11356.

4. Plaintiffs will file and serve a Consolidated Amended Complaint no later than ten (10) days from entry of this Order. Defendants shall have 30 days within which to answer, move or otherwise respond to the Consolidated Amended Complaint, and need not respond to the individual complaints.

5. Co-Lead Counsel for Plaintiffs responsible for the conduct of the Consolidated Actions will be:

ROBBINS UMEDA LLP  
MARC M. UMEDA  
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REBECCA A. PETERSON  
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600 B Street, Suite 1900  
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Facsimile: (212) 753-3630

6. Co-Lead Counsel for Plaintiffs shall have authority to speak for Plaintiffs on all matters. Plaintiffs' Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial

proceedings shall be initiated or filed by any plaintiff except through Plaintiffs' Co-Lead Counsel. Plaintiffs' Co-Lead Counsel shall make work assignments among Plaintiffs' Counsel to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

7. Co-Liaison Counsel for Plaintiffs in the Consolidated Actions will be:

HUTCHINGS, BARSAMIAN, MANDELCORN & ZEYTOONIAN, LLP  
THEODORE M. HESS-MAHAN  
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8. Co-Liaison Counsel for Plaintiffs shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Co-Liaison Counsel for Plaintiffs shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

9. Defendants' counsel may rely upon all agreements made with any of Co-Lead Counsel for Plaintiffs, or other duly authorized representative of Co-Lead Counsel for Plaintiffs, and such agreements shall be binding on all Plaintiffs. Service of any paper filed or served by Defendants shall be effect by service by email on Co-Liaison Counsel for Plaintiffs and, if filed in Court, through the ECF system.

10. This Order shall apply to each case, arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in, removed to or transferred to this Court.

11. When a case which properly belongs as part of the *In re Genzyme Corporation Shareholder Litigation*, Master Docket No. 1:10-CV-11356, is hereafter filed in the Court or transferred here from another court, the Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part of the *In re Genzyme Corporation Shareholder Litigation*, Master Docket No. 1:10-CV-11356, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

IT IS SO STIPULATED.

Dated: October 27, 2010

/s/ Theodore M. Hess-Mahan

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Revocable Trust

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[Proposed] Co-Lead Counsel for Plaintiffs and  
Counsel for Plaintiff Jerry L. & Mena M. Morelos  
Revocable Trust

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Counsel for Plaintiff Jerry L. & Mena M. Morelos  
Revocable Trust

Dated: October 27, 2010

/s/ Theodore M. Hess-Mahan

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Counsel for Plaintiff Emanuel Resendes

Dated: October 27, 2010

/s/Richard M. Gelb

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U/A Dated October 12, 1991 by William S. Field  
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Counsel for Plaintiff William S. Field, III, Trustee  
U/A Dated October 12, 1991 by William S. Field  
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Dated: October 27, 2010

/s/Kenneth G. Gilman

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Counsel for Plaintiff Bernard Malina

Dated: October 27, 2010

*/s/John D. Donovan, Jr.*

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*/s/Theodore N. Mirvis*

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Ralph V. Whitworth, Steven Burakoff, Eric  
Ende, and Dennis M. Fenton

IT IS SO ORDERED.

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DATED

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THE HONORABLE ROBERT B. COLLINGS  
MAGISTRATE JUDGE, U.S.D.C.

**CERTIFICATE OF SERVICE**

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on October 27, 2010.

/s/ Theodore M. Hess-Mahan

THEODORE M. HESS-MAHAN